

GENWORTH FINANCIAL INC

FORM 13F-HR/A (Form 13F Holdings Report)

Filed 11/04/10 for the Period Ending 09/30/09

Address	6620 WEST BROAD STREET RICHMOND, VA 23230
Telephone	804-281-6000
CIK	0001276520
Symbol	GNW
SIC Code	6311 - Life Insurance
Industry	Insurance (Life)
Sector	Financial
Fiscal Year	12/31

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2009

Check here if Amendment [X]; Amendment Number: 1
This Amendment (Check only one.): [X] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name:	Genworth Financial, Inc.
Address:	6620 West Broad Street Richmond, Virginia 23230

Form 13F File Number: 28-11523

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Patricia Merrill
Title: Senior Counsel
Phone: (804) 662-2711

Signature, Place, and Date of Signing:

<i>/s/ Patricia Merrill</i>	<i>Richmond, VA</i>	<i>November 4, 2010</i>
-----	-----	-----
<i>[Signature]</i>	<i>[City, State]</i>	<i>[Date]</i>

Report Type (Check only one.):

13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager: NONE

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 344 lines

Form 13F Information Table Value Total: 1,813,548

(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
01	28-11546	Genworth Financial Wealth Management, Inc.

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY	
								SOLE	SHARED NONE
3M CO COM	COM	88579Y101	24,833	336,494	SH		Sole	01	336,494
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	2,936	146,501	SH		Sole	01	146,501
ACE LTD SHS	COM	H0023R105	2	32	SH		Sole	01	32
ADAPTEC INC COM	COM	00651F108	494	147,962	SH		Sole	01	147,962
ADVANCE AUTO PARTS INC COM	COM	00751Y106	4	114	SH		Sole	01	114
AEROVIRONMENT INC COM	COM	008073108	1	29	SH		Sole	01	29
AES CORP COM	COM	00130H105	11,706	789,902	SH		Sole	01	789,902
AGRIUM INC COM	COM	008916108	3,149	63,254	SH		Sole	01	63,254
AIRGAS INC COM	COM	009363102	5,275	109,050	SH		Sole	01	109,050
ALBEMARLE CORP COM	COM	012653101	3,194	92,314	SH		Sole	01	92,314
ALEXANDER & BALDWIN INC COM	COM	014482103	344	10,718	SH		Sole	01	10,718
ALLEGHENY ENERGY INC COM	COM	017361106	2,230	84,103	SH		Sole	01	84,103
ALLIANCE DATA SYSTEMS CORP COM	COM	018581108	2	29	SH		Sole	01	29
ALTERA CORP COM	COM	021441100	2,909	141,813	SH		Sole	01	141,813
AMERICA MOVIL SAB DE CV SPON ADR	ADR	02364W105	1,315	29,994	SH		Sole	01	29,994
AMERICAN ELEC PWR INC COM	COM	025537101	4,711	152,001	SH		Sole	01	152,001
AMERICAN EXPRESS CO COM	COM	025816109	0	2	SH		Sole	01	2
ANADARKO PETE CORP COM	COM	032511107	2,163	34,474	SH		Sole	01	34,474
ANSYS INC COM	COM	03662Q105	11,280	301,448	SH		Sole	01	301,448
AQUA AMERICA INC COM	COM	03836W103	2	106	SH		Sole	01	106
ARKANSAS BEST CORP DEL COM	COM	040790107	244	8,148	SH		Sole	01	8,148
ASSOCIATED BANC CORP COM	COM	045487105	159	13,934	SH		Sole	01	13,934
ASSURED GUARANTY LTD COM	COM	G0585R106	499	25,686	SH		Sole	01	25,686
AUTOLIV INC COM	COM	052800109	617	18,371	SH		Sole	01	18,371

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE	CUSIP	VALUE	SHRS OR SH/	PUT/	INVESTMENT	OTHER	VOTING AUTHORITY	
	OF CLASS		(x\$1000)	PRN	CALL	DISCRETION	MANAGERS	SOLE	SHARED NONE
AUTOMATIC DATA PROCESSING IN	COM	053015103	8,368	212,917	SH		Sole	01	212,917
AXA SPONSORED ADR	SPONSORED ADR	054536107	8,742	323,182	SH		Sole	01	323,182
BAIDU INC SPON ADR REP A	ADR	056752108	3,153	8,064	SH		Sole	01	8,064
BANCO BRADESCO S A SP ADR PFD	SPONSORED ADR	059460303	1,838	92,422	SH		Sole	01	92,422
BANK OF AMERICA CORPORATION	COM	060505104	2,633	155,597	SH		Sole	01	155,597
BARD C R INC COM	COM	067383109	3,781	48,101	SH		Sole	01	48,101
BAXTER INTL INC COM	COM	071813109	13,435	235,653	SH		Sole	01	235,653
BECTON DICKINSON & CO COM	COM	075887109	6,683	95,808	SH		Sole	01	95,808
BHP BILLITON LTD SPONSORED ADR	ADR	088606108	2,528	38,293	SH		Sole	01	38,293
BJS WHOLESALE CLUB INC COM	COM	05548J106	3	73	SH		Sole	01	73
BLACKROCK ENH CAP & INC FD I COM	COM	09256A109	2,612	178,061	SH		Sole	01	178,061
BLACKROCK INTL GRWTH & INC T COM	COM	092524107	6,596	555,182	SH		Sole	01	555,182
BOEING CO COM	COM	097023105	5,179	95,635	SH		Sole	01	95,635
BOWNE & CO INC COM	COM	103043105	337	43,809	SH		Sole	01	43,809
BP PLC SPONSORED ADR	ADR	055622104	1,936	36,372	SH		Sole	01	36,372
BRISTOL MYERS SQUIBB CO COM	COM	110122108	5,001	222,068	SH		Sole	01	222,068
BRITISH AMERN TOB PLC SPONSORED	SPONSORED ADR	110448107	1,822	28,814	SH		Sole	01	28,814
BURLINGTON NORTHN SANTA FE C	COM	12189T104	5,220	65,391	SH		Sole	01	65,391
C H ROBINSON WORLDWIDE INC COM	COM	12541W209	2	27	SH		Sole	01	27
CAPELLA EDUCATION COMPANY COM	COM	139594105	1	20	SH		Sole	01	20
CAVIUM NETWORKS INC COM	COM	14965A101	1	66	SH		Sole	01	66
CELANESE CORP DEL COM SER A	COM	150870103	4	147	SH		Sole	01	147
CEPHALON INC COM	COM	156708109	6,296	108,097	SH		Sole	01	108,097
CF INDS HLDGS INC COM	COM	125269100	1	13	SH		Sole	01	13
CHATTEM INC COM	COM	162456107	6,855	103,221	SH		Sole	01	103,221
CHEVRON CORP NEW COM	COM	166764100	3,712	52,698	SH		Sole	01	52,698
CHINA LIFE INS CO LTD SPON ADR REP	SPONSORED ADR	16939P106	1,924	29,276	SH		Sole	01	29,276
CHINA MOBILE LIMITED SPONSORED	ADR	16941M109	2,489	50,685	SH		Sole	01	50,685

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8
	TITLE	VALUE	SHRS OR	SH/	PUT/	INVESTMENT	OTHER
NAME OF ISSUER	OF CLASS	(x\$1000)	PRN AMT	PRN	CALL	DISCRETION	MANAGERS
		CUSIP					
							VOTING AUTHORITY

							SOLE SHARED NONE

CHIPOTLE MEXICAN GRILL INC CL B	CL B	169656204	1	13	SH	Sole	01 13
CHUBB CORP COM	COM	171232101	2,970	58,907	SH	Sole	01 58,907
CIMAREX ENERGY CO COM	COM	171798101	1	26	SH	Sole	01 26
CISCO SYS INC COM	COM	17275R102	6,424	272,912	SH	Sole	01 272,912
CITIZENS BANKING CORPORATION	COM	174420109	1,071	1,355,895	SH	Sole	01 1,355,895
CLEAN HARBORS INC COM	COM	184496107	2	35	SH	Sole	01 35
CLEARWIRE CORP NEW CL A	CL A	18538Q105	2	189	SH	Sole	01 189
CMS ENERGY CORP COM	COM	125896100	4,228	315,505	SH	Sole	01 315,505
CNOOC LTD SPONSORED ADR	SPONSORED ADR	126132109	1,279	9,442	SH	Sole	01 9,442
COCA COLA CO COM	COM	191216100	8,636	160,825	SH	Sole	01 160,825
COCA COLA FEMSA S A B DE C V SPON	ADR	191241108	1,819	37,812	SH	Sole	01 37,812
COGNIZANT TECHNOLOGY SOLUTIO CL	CL A	192446102	11,744	303,765	SH	Sole	01 303,765
COLGATE PALMOLIVE CO COM	COM	194162103	17,338	227,296	SH	Sole	01 227,296
COMCAST CORP NEW CL A	CL A	20030N101	4,951	293,280	SH	Sole	01 293,280
COMERICA INC COM	COM	200340107	205	6,894	SH	Sole	01 6,894
COMPANHIA SIDERURGICA NACION	ADR	20440W105	1,764	57,659	SH	Sole	01 57,659
COMPANIA CERVECERIAS UNIDAS	SPONSORED ADR	204429104	1,201	35,053	SH	Sole	01 35,053
CONCUR TECHNOLOGIES INC COM	COM	206708109	1	28	SH	Sole	01 28
CONSECO INC DBCV 3.500% 9/3	PPF	208464BH9	2	2,000	SH	Sole	01 2,000
CONTANGO OIL & GAS COMPANY COM	COM	21075N204	1	17	SH	Sole	01 17
CORE LABORATORIES N V COM	COM	N22717107	7,588	73,607	SH	Sole	01 73,607
COVIDIEN PLC SHS	COM	G2554F105	4,951	114,454	SH	Sole	01 114,454
CTRIP COM INTL LTD ADR	SPONSORED ADR	22943F100	2,648	45,039	SH	Sole	01 45,039
CUMMINS INC COM	COM	231021106	1	21	SH	Sole	01 21
CURRENCYSHARES CDN DLR TR CDN	ETF	23129X105	5	50	SH	Sole	01 50
CURRENCYSHARES EURO TR EURO	ETF	23130C108	6	40	SH	Sole	01 40
DELTA AIR LINES INC.	COM	247361702	110	12,233	SH	Sole	01 12,233
DELUXE CORP COM	COM	248019101	339	19,821	SH	Sole	01 19,821

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE	CUSIP	VALUE	SHRS OR	SH/	PUT/	INVESTMENT	OTHER	VOTING AUTHORITY	
	OF CLASS		(x\$1000)	PRN	PRN	CALL		DISCRETION	MANAGERS	SOLE
DIAMOND OFFSHORE DRILLING IN COM	COM	25271C102	11,597	121,404	SH		Sole	01	121,404	
DIAMONDS TR UNIT SER 1	ETF	252787106	2,895	29,818	SH		Sole	01	29,818	
DOLLAR THRIFTY AUTOMOTIVE GP	COM	256743105	304	12,381	SH		Sole	01	12,381	
DPL INC COM	COM	233293109	478	18,316	SH		Sole	01	18,316	
DR REDDYS LABS LTD ADR	ADR	256135203	2,319	118,944	SH		Sole	01	118,944	
DREAMWORKS ANIMATION SKG INC CL	CL A	26153C103	1	25	SH		Sole	01	25	
DUKE ENERGY CORP NEW COM	COM	26441C105	859	54,601	SH		Sole	01	54,601	
E M C CORP MASS COM	COM	268648102	3,979	233,534	SH		Sole	01	233,534	
EATON VANCE CORP COM NON VTG	COM	278265103	3,891	139,017	SH		Sole	01	139,017	
EATON VANCE TAX MNG GBL DV E	COM	27829F108	21,122	1,722,815	SH		Sole	01	1,722,815	
EATON VANCE TX MGD DIV EQ IN COM	COM	27828N102	11,635	909,013	SH		Sole	01	909,013	
EATON VANCE TXMGD GL BUYWR	COM	27829C105	9,079	660,256	SH		Sole	01	660,256	
EHEALTH INC COM	COM	28238P109	1	68	SH		Sole	01	68	
ELECTRONIC ARTS INC COM	COM	285512109	1	53	SH		Sole	01	53	
EMERSON ELEC CO COM	COM	291011104	6,229	155,409	SH		Sole	01	155,409	
ENTERGY CORP NEW COM	COM	29364G103	3,127	39,152	SH		Sole	01	39,152	
ERICSSON L M TEL CO ADR B SEK 10	ADR	294821608	2,346	234,146	SH		Sole	01	234,146	
EVERGREEN GBL DIVID OPP FUND	COM	30024H101	2,547	249,686	SH		Sole	01	249,686	
EXELON CORP COM	COM	30161N101	3,617	72,900	SH		Sole	01	72,900	
EXPEDITORS INTL WASH INC COM	COM	302130109	2	44	SH		Sole	01	44	
EXXON MOBIL CORP COM	COM	30231G102	9,735	141,885	SH		Sole	01	141,885	
FACTSET RESH SYS INC COM	COM	303075105	14,164	213,832	SH		Sole	01	213,832	
FAIRPOINT COMMUNICATIONS	COM	305560104	0	15	SH		Sole		15	
FASTENAL CO COM	COM	311900104	8,478	219,060	SH		Sole	01	219,060	
FIFTH STREET FINANCE CORP	COM	31678A103	16,104	1,473,379	SH		Sole		1,473,379	
FIRSTENERGY CORP COM	COM	337932107	1,626	35,570	SH		Sole	01	35,570	
FPL GROUP INC COM	COM	302571104	402	7,275	SH		Sole	01	7,275	
FRANCE TELECOM SPONSORED ADR	ADR	35177Q105	1,665	61,868	SH		Sole	01	61,868	

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8			
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY	
									SOLE	SHARED NONE
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	1,129	22,695	SH		Sole	01	22,695	
GAMESTOP CORP NEW CL A	CL A	36467W109	7,357	277,921	SH		Sole	01	277,921	
GENERAL DYNAMICS CORP COM	COM	369550108	12,981	200,946	SH		Sole	01	200,946	
GENZYME CORP COM	COM	372917104	2	33	SH		Sole	01	33	
GRAINGER W W INC COM	COM	384802104	8,071	90,317	SH		Sole	01	90,317	
GROUPE CGI INC CL A SUB VTG	CL A SUB VTG	39945C109	3,582	306,416	SH		Sole	01	306,416	
GRUPO TELEVISA SA DE CV SP ADR	SPONSORED ADR	40049J206	1,288	69,272	SH		Sole	01	69,272	
GUESS INC COM	COM	401617105	1	34	SH		Sole	01	34	
HALLIBURTON CO COM	COM	406216101	6,738	248,449	SH		Sole	01	248,449	
HANSEN NAT CORP COM	COM	411310105	4,889	133,070	SH		Sole	01	133,070	
HARSCO CORP COM	COM	415864107	2	47	SH		Sole	01	47	
HDFC BANK LTD ADR REPS 3 SHS	ADR	40415F101	3,664	30,953	SH		Sole	01	30,953	
HEWLETT PACKARD CO COM	COM	428236103	10,089	213,713	SH		Sole	01	213,713	
HEXCEL CORP NEW COM	COM	428291108	3,234	282,710	SH		Sole	01	282,710	
HOLOGIC INC.	COM	436440101	157	9,632	SH		Sole		9,632	
HUDSON CITY BANCORP COM	COM	443683107	4,687	356,422	SH		Sole	01	356,422	
HUMAN GENOME SCIENCES INC COM	COM	444903108	2	80	SH		Sole	01	80	
IHS INC CL A	CL A	451734107	14,866	290,745	SH		Sole	01	290,745	
ILLINOIS TOOL WKS INC COM	COM	452308109	7,515	175,952	SH		Sole	01	175,952	
IMMUCOR INC COM	COM	452526106	2,676	151,177	SH		Sole	01	151,177	
INGERSOLL-RAND PLC SHS ADDED	COM	G47791101	4,082	133,095	SH		Sole	01	133,095	
INTERCONTINENTALEXCHANGE INC	COM	45865V100	1	12	SH		Sole	01	12	
INTERMUNE INC COM	COM	45884X103	0	30	SH		Sole	01	30	
INTERNATIONAL BUSINESS MACHS	COM	459200101	22,621	189,119	SH		Sole	01	189,119	
INTUIT COM	COM	461202103	5,460	191,596	SH		Sole	01	191,596	
INTUITIVE SURGICAL INC COM NEW	COM	46120E602	2	9	SH		Sole	01	9	
ISHARES INC MSCI PAC J IDX	ETF	464286665	1,453	35,844	SH		Sole	01	35,844	
ISHARES S&P GSCI COMMODITY I UNIT	ETF	46428R107	470	15,824	SH		Sole	01	15,824	

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6	COLUMN 7	COLUMN 8	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY	
								SOLE	SHARED NONE
ISHARES TR AGENCY BD FD	ETF	464288166	1,384	12,721	SH	Sole	01	12,721	
ISHARES TR BARCLYS 10-20YR	ETF	464288653	23	207	SH	Sole	01	207	
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	1,069	10,242	SH	Sole	01	10,242	
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	1,388	12,342	SH	Sole	01	12,342	
ISHARES TR BARCLYS CR BD	ETF	464288620	7,607	74,146	SH	Sole	01	74,146	
ISHARES TR BARCLYS INTER CR	ETF	464288638	2	20	SH	Sole	01	20	
ISHARES TR BARCLYS MBS BD	ETF	464288588	14,298	133,891	SH	Sole	01	133,891	
ISHARES TR BARCLYS SH TREA	ETF	464288679	650	5,903	SH	Sole	01	5,903	
ISHARES TR DJ MED DEVICES	ETF	464288810	6	129	SH	Sole	01	129	
ISHARES TR INDEX BARCLY USAGG B	ETF	464287226	19,332	184,254	SH	Sole	01	184,254	
ISHARES TR INDEX BARCLYS 1-3 YR	ETF	464287457	6,205	73,861	SH	Sole	01	73,861	
ISHARES TR INDEX BARCLYS 20+ YR	ETF	464287432	2,885	29,240	SH	Sole	01	29,240	
ISHARES TR INDEX BARCLYS 7-10 YR	ETF	464287440	10,802	116,942	SH	Sole	01	116,942	
ISHARES TR INDEX BARCLYS TIPS BD	ETF	464287176	8,563	83,235	SH	Sole	01	83,235	
ISHARES TR INDEX DJ US TECH SEC	ETF	464287721	2,787	53,647	SH	Sole	01	53,647	
ISHARES TR INDEX DJ US TELECOMM	ETF	464287713	295	15,656	SH	Sole	01	15,656	
ISHARES TR INDEX IBOXX INV CPBD	ETF	464287242	129,065	1,209,834	SH	Sole	01	1,209,834	
ISHARES TR INDEX MSCI EAFE IDX	ETF	464287465	41,195	753,384	SH	Sole	01	753,384	
ISHARES TR INDEX MSCI EMERG MKT	ETF	464287234	43,927	1,128,941	SH	Sole	01	1,128,941	
ISHARES TR INDEX RUSSELL 1000	ETF	464287622	8,664	149,121	SH	Sole	01	149,121	
ISHARES TR INDEX RUSSELL 2000	ETF	464287655	3,463	57,489	SH	Sole	01	57,489	
ISHARES TR INDEX RUSSELL MCP GR	ETF	464287481	22,730	534,448	SH	Sole	01	534,448	
ISHARES TR INDEX RUSSELL1000GRW	ETF	464287614	32,414	699,942	SH	Sole	01	699,942	
ISHARES TR INDEX RUSSELL1000VAL	ETF	464287598	416	7,495	SH	Sole	01	7,495	
ISHARES TR INDEX S&P 500 INDEX	ETF	464287200	92,090	868,689	SH	Sole	01	868,689	
ISHARES TR INDEX S&P GBL ENER	ETF	464287341	17,115	501,898	SH	Sole	01	501,898	
ISHARES TR INDEX S&P LTN AM 40	ETF	464287390	35	827	SH	Sole	01	827	
ISHARES TR INDEX S&P500 GRW	ETF	464287309	102,479	1,898,107	SH	Sole	01	1,898,107	

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6	COLUMN 7	COLUMN 8			
NAME OF ISSUER	TITLE	CUSIP	VALUE	SHRS OR	SH/	PUT/	INVESTMENT	OTHER	VOTING AUTHORITY		
	OF CLASS		(x\$1000)	PRN	AMT	PRN		CALL	DISCRETION	MANAGERS	SOLE
ISHARES TR MSCI GRW IDX	ETF	464288885	635	11,905	SH		Sole	01	11,905		
ISHARES TR MSCI VAL IDX	ETF	464288877	638	12,454	SH		Sole	01	12,454		
ISHARES TR S&P GL UTILITI	ETF	464288711	20,203	427,750	SH		Sole	01	427,750		
ISHARES TR S&P NTL AMTFREE	ETF	464288414	2,869	27,113	SH		Sole	01	27,113		
ISHARES TR US PFD STK IDX	ETF	464288687	1,294	35,673	SH		Sole	01	35,673		
ISIS PHARMACEUTICALS INC COM	COM	464330109	1	39	SH		Sole	01	39		
JACK IN THE BOX INC COM	COM	466367109	1	73	SH		Sole	01	73		
JAKKS PAC INC COM	COM	47012E106	308	21,474	SH		Sole	01	21,474		
JARDEN CORP COM	COM	471109108	427	15,222	SH		Sole	01	15,222		
JOHNSON & JOHNSON COM	COM	478160104	8,625	141,643	SH		Sole	01	141,643		
JPMORGAN CHASE & CO COM	COM	46625H100	8,644	197,268	SH		Sole	01	197,268		
K12 INC COM	COM	48273U102	1	78	SH		Sole	01	78		
KANSAS CITY SOUTHERN COM NEW	COM	485170302	1	51	SH		Sole	01	51		
KEYCORP NEW COM	COM	493267108	130	19,962	SH		Sole	01	19,962		
KRAFT FOODS INC CL A	CL A	50075N104	4,574	174,098	SH		Sole	01	174,098		
K-SWISS INC CL A	CL A	482686102	95	10,855	SH		Sole	01	10,855		
LIFE TECHNOLOGIES CORP COM	COM	53217V109	3	74	SH		Sole	01	74		
LKQ CORP COM	COM	501889208	9,020	486,540	SH		Sole	01	486,540		
LOCKHEED MARTIN CORP COM	COM	539830109	2,878	36,864	SH		Sole	01	36,864		
LORILLARD INC COM	COM	544147101	3	45	SH		Sole	01	45		
LOWES COS INC COM	COM	548661107	13,369	638,426	SH		Sole	01	638,426		
MAKITA CORP ADR NEW	ADR	560877300	933	29,564	SH		Sole	01	29,564		
MARINEMAX INC COM	COM	567908108	526	67,397	SH		Sole	01	67,397		
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	264	32,750	SH		Sole	01	32,750		
MASIMO CORP COM	COM	574795100	1	35	SH		Sole	01	35		
MASTERCARD INC CL A	CL A	57636Q104	10,142	50,170	SH		Sole	01	50,170		
MBIA INC COM	COM	55262C100	192	24,724	SH		Sole	01	24,724		
MCDONALDS CORP COM	COM	580135101	11,661	204,320	SH		Sole	01	204,320		

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8			
NAME OF ISSUER	TITLE	CUSIP	VALUE	SHRS OR	SH/	PUT/	INVESTMENT	OTHER	VOTING AUTHORITY	
	OF CLASS		(x\$1000)	PRN	AMT	PRN	CALL	DISCRETION	MANAGERS	SOLE
MEDIVATION INC COM	COM	58501N101	0	16	SH		Sole	01	16	
MERCADOLIBRE INC COM	COM	58733R102	2	61	SH		Sole	01	61	
MICROSOFT CORP COM	COM	594918104	5,959	231,701	SH		Sole	01	231,701	
MIDCAP SPDR TR UNIT SER 1	ETF	595635103	106	844	SH		Sole	01	844	
MITSUBISHI UFJ FINL GROUP IN SP	SPONSORED ADR	606822104	5,186	971,120	SH		Sole	01	971,120	
MSCI INC CL A	CL A	55354G100	1	39	SH		Sole	01	39	
MYLAN INC COM	COM	628530107	3	168	SH		Sole	01	168	
NATIONAL BK GREECE S A SPON	ADR	633643408	985	136,651	SH		Sole	01	136,651	
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	5,375	110,255	SH		Sole	01	110,255	
NATIONAL OILWELL VARCO INC COM	COM	637071101	2	45	SH		Sole	01	45	
NET SERVICOS DE COMUNICACAO	ADR	64109T201	1,879	163,069	SH		Sole	01	163,069	
NEW YORK CMNTY BANCORP INC COM	COM	649445103	2	193	SH		Sole	01	193	
NEWTEK BUSINESS SERVICES INC.	COM	652526104	89	146,141	SH		Sole		146,141	
NIKE INC CL B	CL B	654106103	10,887	168,268	SH		Sole	01	168,268	
NORTHEAST UTILS COM	COM	664397106	3	138	SH		Sole	01	138	
NORTHERN TR CORP COM	COM	665859104	4,285	73,671	SH		Sole	01	73,671	
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	3,350	66,495	SH		Sole	01	66,495	
NOVO-NORDISK A S ADR	ADR	670100205	1,821	28,927	SH		Sole	01	28,927	
NRG ENERGY INC COM NEW	COM	629377508	1,508	53,499	SH		Sole	01	53,499	
NSTAR COM	COM	67019E107	2	69	SH		Sole	01	69	
NTELOS HLDGS CORP COM	COM	67020Q107	3	189	SH		Sole	01	189	
NTT DOCOMO INC SPONS ADR	ADR	62942M201	1,453	91,644	SH		Sole	01	91,644	
NUANCE COMMUNICATIONS INC COM	COM	67020Y100	1	61	SH		Sole	01	61	
NUVEEN EQTY PRM OPPORTUNITYF	COM	6706EM102	6,313	505,860	SH		Sole	01	505,860	
O REILLY AUTOMOTIVE INC COM	COM	686091109	10,435	288,727	SH		Sole	01	288,727	
OCEANEERING INTL INC COM	COM	675232102	7,251	127,773	SH		Sole	01	127,773	
OLD REP INTL CORP COM	COM	680223104	189	15,502	SH		Sole	01	15,502	
ORACLE CORP COM	COM	68389X105	10,420	500,006	SH		Sole	01	500,006	

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY ----- SOLE SHARED NONE -----
P T TELEKOMUNIKASI INDONESIA	ADR	715684106	1,777	49,788	SH		01	49,788
PACCAR INC COM	COM	693718108	5,076	134,605	SH		01	134,605
PALL CORP COM	COM	696429307	5,796	179,539	SH		01	179,539
PEOPLES UNITED FINANCIAL INC COM	COM	712704105	1	50	SH		01	50
PEPSICO INC COM	COM	713448108	4,748	80,948	SH		01	80,948
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	2	36	SH		01	36
PFIZER INC COM	COM	717081103	3,634	219,576	SH		01	219,576
PG&E CORP COM	COM	69331C108	3,958	97,745	SH		01	97,745
PHILIP MORRIS INTL INC COM	COM	718172109	10,699	219,515	SH		01	219,515
PHILIPPINE LONG DISTANCE TEL	ADR	718252604	1,188	23,113	SH		01	23,113
PNC FINL SVCS GROUP INC COM	COM	693475105	99	2,036	SH		01	2,036
POWERSHARES DB G10 CURCY HAR	ETF	73935Y102	12	539	SH		01	539
POWERSHARES GLOBAL ETF TRUST	ETF	73936T474	2,693	110,828	SH		01	110,828
POWERSHARES QQQ TRUST UNIT SER	ETF	73935A104	53,718	1,271,437	SH		01	1,271,437
PPL CORP COM	COM	69351T106	3,178	104,756	SH		01	104,756
PRAXAIR INC COM	COM	74005P104	9,444	115,607	SH		01	115,607
PROCTER & GAMBLE CO COM	COM	742718109	18,389	317,489	SH		01	317,489
PUBLIC SVC ENTERPRISE GROUP COM	COM	744573106	773	24,600	SH		01	24,600
QUANTA SVCS INC COM	COM	74762E102	2	78	SH		01	78
QUEST DIAGNOSTICS INC COM	COM	74834L100	3,312	63,453	SH		01	63,453
RALCORP HLDGS INC NEW COM	COM	751028101	2,380	40,710	SH		01	40,710
RESEARCH IN MOTION LTD COM	COM	760975102	1,892	27,979	SH		01	27,979
RESMED INC COM	COM	761152107	4,334	95,878	SH		01	95,878
RESOURCES CONNECTION INC COM	COM	76122Q105	1	76	SH		01	76
ROCKWELL AUTOMATION INC COM	COM	773903109	2	45	SH		01	45
ROPER INDS INC NEW COM	COM	776696106	7,450	146,139	SH		01	146,139
ROYAL CARIBBEAN CRUISES LTD COM	COM	V7780T103	216	8,969	SH		01	8,969
SALESFORCE COM INC COM	COM	79466L302	2	43	SH		01	43

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6	COLUMN 7	COLUMN 8			
NAME OF ISSUER	TITLE	CUSIP	VALUE	SHRS OR	SH/	PUT/	INVESTMENT	OTHER	VOTING AUTHORITY		
	OF CLASS		(x\$1000)	PRN	AMT	PRN	CALL	DISCRETION	MANAGERS	SOLE	SHARED
SARA LEE CORP COM	COM	8031111103	2,983	267,729	SH		Sole	01	267,729		
SELECT SECTOR SPDR TR SBI CONS	ETF	81369Y407	928	33,780	SH		Sole	01	33,780		
SELECT SECTOR SPDR TR SBI CONS	ETF	81369Y308	1,319	51,791	SH		Sole	01	51,791		
SELECT SECTOR SPDR TR SBI	ETF	81369Y209	1,945	67,857	SH		Sole	01	67,857		
SELECT SECTOR SPDR TR SBI INT	ETF	81369Y506	18,420	341,615	SH		Sole	01	341,615		
SELECT SECTOR SPDR TR SBI INT-FINL	ETF	81369Y605	1,471	98,476	SH		Sole	01	98,476		
SELECT SECTOR SPDR TR SBI INT	ETF	81369Y704	23,147	878,792	SH		Sole	01	878,792		
SELECT SECTOR SPDR TR SBI INT-TE	ETF	81369Y803	20,575	985,879	SH		Sole	01	985,879		
SELECT SECTOR SPDR TR SBI INT-UTI	ETF	81369Y886	347	11,818	SH		Sole	01	11,818		
SELECT SECTOR SPDR TR SBI MATER	ETF	81369Y100	287	9,266	SH		Sole	01	9,266		
SHAW GROUP INC COM	COM	820280105	1	31	SH		Sole	01	31		
SIGNATURE BK NEW YORK N Y COM	COM	82669G104	2	57	SH		Sole	01	57		
SINGAPORE FD INC COM	COM	82929L109	0	23	SH		Sole	01	23		
SMITH INTL INC COM	COM	832110100	2	58	SH		Sole	01	58		
SMITHFIELD FOODS INC COM	COM	832248108	315	22,844	SH		Sole	01	22,844		
SNAP ON INC COM	COM	833034101	1	40	SH		Sole	01	40		
SOUTHERN CO COM	COM	842587107	859	27,108	SH		Sole	01	27,108		
SPDR GOLD TRUST GOLD SHS	ETF	78463V107	5,811	58,786	SH		Sole	01	58,786		
SPDR INDEX SHS FDS ASIA PACIF ETF	ETF	78463X301	515	7,404	SH		Sole	01	7,404		
SPDR INDEX SHS FDS DJ INTL RL ETF	ETF	78463X863	1,478	41,821	SH		Sole	01	41,821		
SPDR INDEX SHS FDS EMERG MKTS	ETF	78463X509	1,146	19,294	SH		Sole	01	19,294		
SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	1,835	71,667	SH		Sole	01	71,667		
SPDR INDEX SHS FDS S&P WRLD EX	ETF	78463X889	2,804	118,198	SH		Sole	01	118,198		
SPDR SERIES TRUST BARCL CAP TIPS	ETF	78464A656	454	8,943	SH		Sole	01	8,943		
SPDR SERIES TRUST BRCLYS AGG ETF	ETF	78464A649	2,744	48,829	SH		Sole	01	48,829		
SPDR SERIES TRUST BRCLYS INTL ETF	ETF	78464A516	424	7,257	SH		Sole	01	7,257		
SPDR SERIES TRUST BRCLYS MUNI	ETF	78464A458	4,836	208,051	SH		Sole	01	208,051		
SPDR SERIES TRUST BRCLYS SHRT	ETF	78464A425	960	39,907	SH		Sole	01	39,907		

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8			
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY	
									SOLE	SHARED NONE
SPDR SERIES TRUST BRCLYS YLD ETF	ETF	78464A417	3,268	84,899	SH		Sole	01	84,899	
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	266	4,729	SH		Sole	01	4,729	
SPDR SERIES TRUST DJ REIT ETF	ETF	78464A607	2,826	62,054	SH		Sole	01	62,054	
SPDR SERIES TRUST DJ SML CAP ETF	ETF	78464A813	503	9,993	SH		Sole	01	9,993	
SPDR SERIES TRUST DJ SML GRWTH	ETF	78464A201	35	435	SH		Sole	01	435	
SPDR SERIES TRUST DJ SML VALUE	ETF	78464A300	22	396	SH		Sole	01	396	
SPDR SERIES TRUST S&P RETAIL ETF	ETF	78464A714	9,658	282,990	SH		Sole	01	282,990	
SPDR TR UNIT SER 1	ETF	78462F103	50,671	479,885	SH		Sole	01	479,885	
SPIRIT AEROSYSTEMS HLDGS INC COM	CL A	848574109	1	74	SH		Sole	01	74	
ST MARY LD & EXPL CO COM	COM	792228108	1	31	SH		Sole	01	31	
STERICYCLE INC COM	COM	858912108	4,900	101,146	SH		Sole	01	101,146	
STEWART INFORMATION SVCS COR	COM	860372101	146	11,832	SH		Sole	01	11,832	
STRAYER ED INC COM	COM	863236105	3	12	SH		Sole	01	12	
STRYKER CORP COM	COM	863667101	13,155	289,562	SH		Sole	01	289,562	
SYBASE INC COM	COM	871130100	10,191	261,974	SH		Sole	01	261,974	
SYMANTEC CORP COM	COM	871503108	4,195	254,687	SH		Sole	01	254,687	
SYNGENTA AG SPONSORED ADR	ADR	87160A100	1,715	37,313	SH		Sole	01	37,313	
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	1,741	158,883	SH		Sole	01	158,883	
TARGET CORP COM	COM	87612E106	14,815	317,371	SH		Sole	01	317,371	
TERRA INDS INC COM	COM	880915103	1	26	SH		Sole	01	26	
THERMO FISHER SCIENTIFIC INC COM	COM	883556102	2,132	48,822	SH		Sole	01	48,822	
THORATEC CORP COM NEW	COM	885175307	2	50	SH		Sole	01	50	
TOTAL S A SPONSORED ADR	SPONSORED ADR	89151E109	4,625	78,039	SH		Sole	01	78,039	
TOWER GROUP INC COM	COM	891777104	1	50	SH		Sole	01	50	
TOYOTA MOTOR CORP SP ADR RE	SPONSORED ADR	892331307	2,292	29,166	SH		Sole	01	29,166	
TRACTOR SUPPLY CO COM	COM	892356106	2,306	47,618	SH		Sole	01	47,618	
TRANSOCEAN LTD REG SHS	COM	H8817H100	3,609	42,190	SH		Sole	01	42,190	
TUPPERWARE BRANDS CORP COM	COM	899896104	4,669	116,954	SH		Sole	01	116,954	

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6	COLUMN 7	COLUMN 8			
NAME OF ISSUER	TITLE	CUSIP	VALUE	SHRS OR	SH/	PUT/	INVESTMENT	OTHER	VOTING AUTHORITY		
	OF CLASS		(x\$1000)	PRN	AMT	PRN	CALL	DISCRETION	MANAGERS	SOLE	SHARED
TYCO ELECTRONICS LTD SWITZER SHS	COM	H8912P106	7,679	344,641	SH		Sole	01	344,641		
UAL CORP.	COM	902549807	22	2,409	SH		Sole		2,409		
UBS AG SHS NEW	COM	H89231338	1,474	80,485	SH		Sole	01	80,485		
ULTRA PETROLEUM CORP COM	COM	903914109	1	19	SH		Sole	01	19		
UNISOURCE ENERGY CORP COM	COM	909205106	682	22,171	SH		Sole	01	22,171		
UNITED TECHNOLOGIES CORP COM	COM	913017109	15,171	248,997	SH		Sole	01	248,997		
UNIVERSAL CORP VA COM	COM	913456109	281	6,726	SH		Sole	01	6,726		
UNUM GROUP COM	COM	91529Y106	5	213	SH		Sole	01	213		
VALE S A ADR	ADR	91912E105	1,988	85,945	SH		Sole	01	85,945		
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	10,123	205,415	SH		Sole	01	205,415		
VANGUARD INDEX FDS LARGE CAP ETF	ETF	922908637	36	750	SH		Sole	01	750		
VANGUARD INDEX FDS REIT ETF	ETF	922908553	16	378	SH		Sole	01	378		
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	2,590	48,520	SH		Sole	01	48,520		
VANGUARD INDEX FDS SML CP GRW	ETF	922908595	3,738	65,069	SH		Sole	01	65,069		
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	14,931	324,015	SH		Sole	01	324,015		
VANGUARD INTL EQUITY INDEX F EMR	ETF	922042858	4,661	120,971	SH		Sole	01	120,971		
VANGUARD INTL EQUITY INDEX F EUR	ETF	922042874	8,467	170,735	SH		Sole	01	170,735		
VANGUARD INTL EQUITY INDEX F PACI	ETF	922042866	5,489	105,042	SH		Sole	01	105,042		
VANGUARD TAX-MANAGED FD EUROPE	ETF	921943858	3,930	114,591	SH		Sole	01	114,591		
VANGUARD WORLD FDS ENERGY ETF	ETF	92204A306	17,558	220,001	SH		Sole	01	220,001		
VERIZON COMMUNICATIONS INC.	COM	92343V104	25	832	SH		Sole		832		
VERTEX PHARMACEUTICALS INC COM	COM	92532F100	1	34	SH		Sole	01	34		
VMWARE INC CL A COM	COM	928563402	3	64	SH		Sole	01	64		
VODAFONE GROUP PLC NEW SPONS	ADR	92857W209	5,834	259,293	SH		Sole	01	259,293		
VULCAN MATLS CO COM	COM	929160109	5,356	99,050	SH		Sole	01	99,050		
WABTEC CORP COM	COM	929740108	1	24	SH		Sole	01	24		
WAL MART STORES INC COM	COM	931142103	7,249	147,667	SH		Sole	01	147,667		
WALGREEN CO COM	COM	931422109	15,738	420,008	SH		Sole	01	420,008		

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY	
									SOLE	SHARED NONE
WALTER ENERGY INC COM	COM	93317Q105	2	35	SH		Sole	01		35
WALTER INVT MGMT CORP COM	COM	93317W102	0	13	SH		Sole	01		13
WARNACO GROUP INC COM NEW	COM	934390402	4,371	99,652	SH		Sole	01		99,652
WASHINGTON FED INC COM	COM	938824109	2	132	SH		Sole	01		132
WATERS CORP COM	COM	941848103	11,038	197,609	SH		Sole	01		197,609
WESTERN UN CO COM	COM	959802109	3,368	178,038	SH		Sole	01		178,038
WILLIAMS COS INC DEL COM	COM	969457100	2,371	132,693	SH		Sole	01		132,693
WYNN RESORTS LTD COM	COM	983134107	1	20	SH		Sole	01		20
XENOPORT INC COM	COM	98411C100	0	15	SH		Sole	01		15
XL CAP LTD CL A	CL A	G98255105	555	31,793	SH		Sole	01		31,793
YAHOO INC COM	COM	984332106	6,146	345,104	SH		Sole	01		345,104
YUM BRANDS INC COM	COM	988498101	4,943	146,422	SH		Sole	01		146,422